

12/03/12	MG8	Correspond with counsel to CPN and Curtis team regarding CPN settlement and related transfer of REO property and follow-up with working group regarding same for conflicts purposes (.20)	0.20
12/03/12	MG8	Correspond with A. Root, counsel to PNC Mortgage, regarding resolution of open sale issues and follow-up with working group re: same for conflicts purposes (.20)	0.20
12/04/12	MG8	Correspond with A. Root regarding addressing any open issues with PNC Mortgage in connection with the Sale Motion for conflicts purposes (.10)	0.10
12/04/12	MG8	Confer with working group regarding resolving issues with PNC Mortgage (.10)	0.10
12/05/12	MG8	Participate in conference call with Morrison & Foerster team and working group to review outstanding cure issues related to the Sale Motion for conflicts purposes (.30)	0.30
12/06/12	MG8	Correspond with A. Root, counsel to PNC Mortgage, regarding open issues with respect to the Sale Motion (.20)	0.20
12/10/12	MG8	Participate in telephone conference with A. Root, counsel to PNC Mortgage, regarding potential stipulation resolving cure objections to assumption and assignment pursuant to Sale Motion and related matters for conflicts purposes (.20)	0.20
12/11/12	JD3	Follow up with H. Jones re: status of CPN settlement for conflicts purposes (.20)	0.20
12/11/12	MG8	Participate in telephone conference with M. Crespo regarding upcoming meeting on outstanding cure objections and issues regarding related proofs of claim (.20)	0.20
12/11/12	MG8	Correspond with A. Root regarding potential stipulation for PNC Mortgage to address any open issues relating to Sale Motion and cure claims for conflicts purposes	0.20

TOTAL HOURS	6.10
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	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	5.90	625	3,687.50
James V. Drew	Associate	0.20	590	118.00
		6.10		\$3,805.50

March 12, 2013
Inv # 1563252
Our Ref # 062108-000210

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TOTAL SERVICES **\$3,805.50**

TOTAL THIS INVOICE **\$3,805.50**



ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1563252

Total Services 3,805.50

Total Expenses 0.00

Total This Invoice \$3,805.50

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in {CurrencyInfo__CurrCode}.



Curtis, Mallet-Prevost, Colt & Mosle LLP
 ATTORNEYS AND COUNSELLORS AT LAW
 101 PARK AVENUE
 NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

March 12, 2013

Inv. # 1568301
 Our Ref. 062108-000300
 SJR

Attention: Residential Capital, LLC

Re: General Claims and Equity Matters

12/10/12	MG8	Review KCC cite for proofs of claims filed by conflict parties CitiMortgage, PNC Mortgage and JPM Chase and follow-up with KCC regarding obtaining complete copies of same (.50)	0.50
12/10/12	MG8	Briefly review proofs of claim of conflict parties CitiMortgage, PNC Mortgage and JP Morgan Chase forwarded by KCC (.60)	0.60
12/10/12	MG8	Confer and correspond with B. Kotliar regarding analyzing proofs of claim as they relate to conflict parties' sale objections (.20)	0.20
12/10/12	BMK	Coordinate with M. Rutman re: proofs of claim documents re: PNC, Citimortgage, and JPMorgan claims and objections (.10)	0.10
12/10/12	BMK	Review claims spreadsheet from KCC re: PNC, Citimortgage, and JPMorgan claims and objections for conflicts purposes (.60)	0.60
12/10/12	BMK	Confer and correspond with M. Gallagher re: proofs of claim in connection with conflict parties' sale objections (.20)	0.20
12/10/12	MR2	Assist B. Kotliar with preparation of proofs of claim for review (.90)	0.90
12/11/12	GF	Assist B. Kotliar with preparation of materials re: Claims Related to Conflict Parties' Sale Objections (.20)	0.20
12/11/12	BMK	Coordinate proofs of claim documents and binder with G. Faust (.10)	0.10
12/26/12	MG8	Confer with T. Foudy regarding resolution of SBO cure objections and matters related to same (.30)	0.30
TOTAL HOURS			3.70

March 12, 2013
Inv # 1568301
Our Ref # 062108-000300

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Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	1.60	625	1,000.00
Bryan M. Kotliar	Associate	1.00	305	305.00
Georgia Faust	Legal Assistant	0.20	230	46.00
Melissa Rutman	Legal Assistant	0.90	230	207.00
		3.70		\$1,558.00
TOTAL SERVICES				\$1,558.00

Summary of Expenses

External Photocopy Services	49.50	
TOTAL EXPENSES		\$49.50

TOTAL THIS INVOICE	\$1,607.50
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Curtis, Mallet-Prevost, Colt & Mosle LLP
ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1568301

Total Services 1,558.00

Total Expenses 49.50

Total This Invoice \$1,607.50

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in {CurrencyInfo__CurrCode}.

12/01/12	SJR	Follow up regarding Omnibus Response to Examiner in connection with FHLB Section being handled by Curtis and review materials regarding same (1.30)	1.30
12/01/12	MG8	Correspond with working group regarding FHLB section to omnibus response to Examiner for conflicts purposes (.40)	0.40
12/01/12	JTW	Conduct research for K. Meehan re: certain estate claims in a bankruptcy proceeding for conflicts purposes (1.70)	1.70
12/01/12	KAM	Conduct research and review research results from B. Kotliar and J. Weber regarding Debtors' response to Steering Committee's Examiner Submission on issues overlapping with response to FHLB submission and for potential conflict purposes (2.10)	2.10
12/01/12	KAM	Draft response to Steering Committee's Submission for conflicts purposes (6.40)	6.40
12/02/12	SJR	Review and comment on Omnibus Response to Examiner addressing particular concerns being handled by Curtis as Conflicts Counsel for Residential Capital in connection with FHLB claims (1.10)	1.10
12/02/12	TF1	Review Steering Committee's submission regarding "particularized injury" (.50)	0.50
12/02/12	TF1	Review draft response to Examiner Submission and send suggested comments to Morrison & Foerster (.80)	0.80
12/02/12	TF1	Review M. Gallagher's suggested changes to draft response to Steering Committee's submission (.20)	0.20
12/02/12	TF1	Review new draft of Examiner response, edit same and send to Morrison & Foerster (.80)	0.80
12/02/12	TF1	Confer with M. Gallagher re: draft of response to Examiner addressing certain estate claims for conflicts purposes (.30)	0.30

12/02/12	MG8	Review and revise Curtis' insert to omnibus response to Examiner addressing certain estate claims for conflicts purposes (1.50)	1.50
12/02/12	MG8	Follow-up with T. Foudy re: draft of response to Examiner addressing certain estate claims for conflicts purposes (.30)	0.30
12/02/12	JTW	Conduct research re: Debtors' Response to Steering Committee's submission for conflicts purposes (1.60)	1.60
12/02/12	JTW	Correspond with working group re: Debtors' Response to Steering Committee's submission (.30)	0.30
12/02/12	KAM	Revise response to Steering Committee's submission to Examiner (1.00)	1.00
12/03/12	SJR	Participate in conference call with Morrison & Foerster to discuss tasks of Curtis as conflicts counsel in connection with submissions to Examiner (.60)	0.60
12/03/12	SJR	Review case law regarding standards for obtaining Releases and Third-Party Releases in Second Circuit and for Examiner submission (2.10)	2.10
12/03/12	SJR	Attend to issues regarding releases to be obtained under Plan and submission to Examiner in connection with same (2.30)	2.30
12/03/12	SJR	Review and revise draft sections of submissions to Examiner on particular issues of concern to Curtis as conflicts counsel (1.10)	1.10
12/03/12	SJR	Review documentation related to FHLB subject matter jurisdiction issues and third-party release issues (.80)	0.80
12/03/12	SJR	Attend to issues regarding cure objections which are being handled by Curtis related to PNC Mortgage and CitiMortgage (.40)	0.40
12/03/12	TF1	Participate in conference call with A. Barrage and A. Klein re: Examiner's submission, including responses to arguments raised by conflict parties and follow-up with working group re: tasks/assignments (.80)	0.80
12/03/12	TF1	Review and edit new draft of response to subject matter jurisdiction argument raised by conflict parties FHLB and incorporate team comments to same (1.60)	1.60
12/03/12	TF1	Review certain key precedents regarding subject matter jurisdiction argument raised by FHLB and third-party release standards (1.40)	1.40
12/03/12	TF1	Follow-up regarding status/resolution of conflict parties PNC Mortgage and CitiMortgage's cure objections in connection with Debtors' Sale Motion (.80)	0.80

12/03/12	MG8	Review and comment on revised section of submission to Examiner addressing jurisdiction received from Morrison & Foerster team (1.10)	1.10
12/03/12	MG8	Research issues relating to plan releases in connection with response to Examiner for conflicts purposes (2.50)	2.50
12/03/12	MG8	Participate in call with Morrison & Foerster team and Curtis team to discuss remaining tasks for submissions to Examiner and follow-up with Curtis team re: same (1.30)	1.30
12/03/12	MG8	Correspond with Morrison & Foerster team regarding certain approaches to addressing particular claims and parties discussed in Debtors' responses to Examiner for conflicts purposes (.40)	0.40
12/03/12	BMK	Correspond with working group regarding research re: non-debtor releases in connection with Examiner submissions (.10)	0.10
12/03/12	BMK	Review section of Response to Steering Committee drafted by Curtis team (.30)	0.30
12/03/12	BMK	Conduct research relating to non-debtor releases in recent Second Circuit bankruptcy cases in connection with Examiner submissions (3.30)	3.30
12/03/12	BMK	Confer with working group re: researching non-debtor releases in plan confirmation context in connection with Examiner Submissions (.10)	0.10
12/03/12	BMK	Summarize research findings re: non-debtor releases in plan confirmation context in connection with Examiner submissions (2.20)	2.20
12/03/12	GES	Review case law in preparation for meeting with working group regarding Debtors' response to FHLB Submission to Examiner regarding third-party release (.70)	0.70
12/03/12	GES	Participate in meeting with working group and co-counsel regarding Debtors' response to FHLB Submission to Examiner for conflicts purposes (.50)	0.50
12/03/12	GES	Review and revise Debtors' Response to FHLB submission to Examiner (1.70)	1.70
12/03/12	GES	Conduct legal research re: Debtors' response to FHLB submission raised by conflict parties (2.10)	2.10
12/03/12	AD	Prepare FHLB Chicago, Boston, Dallas and Indianapolis Proof of Claim binders per G. Spencer's request (3.70)	3.70
12/03/12	HH	Conduct extensive research related to third party	6.20

releases in connection with preparation of Debtors' responses to submissions to the Examiner for conflicts purposes (6.20)

12/03/12	KAM	Participate in conference with Morrison & Foerster re: submissions to Examiner for conflicts purposes (.70)	0.70
12/03/12	KAM	Review Morrison & Foerster's draft Omnibus Response to submissions to the Examiner (.40)	0.40
12/04/12	SJR	Review and revise submission to Examiner regarding FHLB claims and Metromedia insert (1.60)	1.60
12/04/12	TF1	Review FHLB arguments regarding third party releases and follow up with G. Spencer re: same (.40)	0.40
12/04/12	TF1	Review key third party release precedents for responding to conflict parties' arguments (1.10)	1.10
12/04/12	TF1	Review Ally Plan Support Agreement, proposed Ally Settlement Agreement and related documents for response to FHLB third party releases argument (1.50)	1.50
12/04/12	TF1	Review and edit insert to Omnibus Response on third-party releases (1.10)	1.10
12/04/12	TF1	Follow up with M. Gallagher re: insert to Omnibus Response on third-party releases (.20)	0.20
12/04/12	MG8	Review and comment on insert to Examiner submission related to third party release issues for conflicts purposes and follow-up with the working group to coordinate comments re: same (1.20)	1.20
12/04/12	MG8	Review and comment on summary chart of research relating to third party releases and follow up with working group re: same (1.70)	1.70
12/04/12	MG8	Review AFI Settlement Agreement and related documents in connection with drafting certain portions of submission to Examiner for conflicts purposes (1.10)	1.10
12/04/12	MG8	Follow-up with T. Foudy regarding AFI Settlement Agreement and related documents in connection with drafting certain portions of submission to Examiner for conflicts purposes (.20)	0.20
12/04/12	BMK	Research case law outside of Second Circuit for treatment of non-debtor releases in plan context (2.10)	2.10
12/04/12	BMK	Correspond with working group re: treatment of non-debtor releases in plans of reorganization in connection with Examiner Submissions (.60)	0.60
12/04/12	BMK	Confer with working group re: status of drafted response to Examiner from Morrison & Foerster and the project's next steps (.20)	0.20

12/04/12	BMK	Confer with working group re: status of ongoing research re: non-debtor releases in the Second Circuit in connection with Examiner Submissions (.30)	0.30
12/04/12	BMK	Review and comment on portion of current draft omnibus response to Examiner re: third party releases (.70)	0.70
12/04/12	GES	Correspond with working group regarding third-party releases in connection with Examiner Submissions (.20)	0.20
12/04/12	GES	Review and revise multiple drafts in opposition to FHLB submission to Examiner (2.20)	2.20
12/04/12	GES	Confer with working group regarding draft responses in opposition to FHLB submission to Examiner (.10)	0.10
12/04/12	GES	Confer with T. Foudy re: legal research regarding third-party releases in connection with Examiner Submissions (.40)	0.40
12/04/12	GES	Review further legal research regarding third-party releases in connection with Examiner Submissions (.90)	0.90
12/04/12	AD	Finish preparing the FHLB Chicago, Boston, Dallas and Indianapolis Proof of Claim binders per G. Spencer's request and provide same to G. Spencer and M. Gallagher (.80)	0.80
12/04/12	HH	Continue research related to third party release issues, including internal conferences re: research thus far and review draft response re: Examiner for conflicts purposes (3.80)	3.80
12/04/12	KAM	Review, revise and provide comments to Morrison & Foerster's draft insert for Omnibus Response for conflicts purposes (2.00)	2.00
12/05/12	TF1	Review status of resolution of cure objections and review updated cure objection chart in connection with Debtors' Sale Motion (.40)	0.40
12/05/12	TF1	Participate in call with Morrison & Foerster re: cure objections for conflicts purposes (.30)	0.30
12/05/12	BMK	Confer with H. Hiznay re: status of research re: third party releases in connection with responses to Submissions to Examiner (.20)	0.20
12/05/12	HH	Confer B. Kotliar re: status of research re: third party releases (.20)	0.20
12/06/12	SJR	Follow up regarding matters related to reponse to FHLB submission to Examiner and review documents	1.10

	regarding same (1.10)	
12/06/12 TF1	Review underlying court decisions regarding FHLB in connection with their Examiner submission for conflicts purposes (.90)	0.90
12/06/12 TF1	Review new draft of submission to Examiner on third-party releases in response to conflict parties' submission (.40)	0.40
12/06/12 MG8	Review research and caselaw regarding releases, and follow-up with Curtis team regarding same (.60)	0.60
12/06/12 MG8	Review and comment on current draft of third party release section addressing submission of conflict parties of Examiner submission forwarded by Morrison & Foerster (.30)	0.30
12/07/12 SJR	Review materials regarding Third-Party Releases in connection with Examiner response on behalf of Debtors and follow up regarding same (.60)	0.60
12/07/12 TF1	Send to Morrison & Foerster comments on submission to Examiner on third-party releases objected to by conflict parties (.30)	0.30
12/07/12 TF1	Follow-up re: resolving cure objection by PNC Mortgage for conflicts purposes (.20)	0.20
12/07/12 TF1	Review Debtors' motions to extend exclusivity and to appoint mediator for potential conflicts purposes (.40)	0.40
12/07/12 TF1	Participate in conference call with A. Barrage re: response submission to Examiner on third-party releases (.30)	0.30
12/10/12 SJR	Briefly review submissions to Examiner by various parties with focus on issues addressed by Curtis as Conflicts Counsel (1.70)	1.70
12/10/12 TF1	Follow-up with working group on PNC Mortgage cure objection resolution and proofs of claims filed by conflict parties (.30)	0.30
12/10/12 TF1	Review and take notes on Examiner Submissions by SUNs and JSNs for conflicts purposes (2.70)	2.70
12/10/12 TF1	Review research on fiduciary duties and LLC for response to SUNs argument regarding same and review Residential Capital LLC's agreement in connection with same (1.60)	1.60
12/10/12 TF1	Confer with K. Meehan on drafting portions of response to SUNs and JSNs submissions (.40)	0.40
12/10/12 TF1	Participate in meeting with Curtis team to discuss research needed to draft portions of response for	0.50

	SUN's submission to the Examiner (1.70)	
12/10/12 JTW	Confer with working group re: certain claims that are property of the estate for the Debtors' response to the SUN's submission to the Examiner (.20)	0.20
12/10/12 JTW	Circulate research on certain estate claims to Curtis working group (.40)	0.40
12/10/12 HH	Meet with Curtis team to discuss new research projects in connection with Examiner response for conflicts purposes (.50)	0.50
12/10/12 HH	Conduct research re: certain arguments raised in connection with indenture agreements, in connection with response to submission to Examiner for conflicts purposes (5.30)	5.30
12/10/12 HH	Participate in call with Morrison & Foerster attorneys and Curtis team to discuss new research projects in connection with responses to Examiner (.50)	0.50
12/10/12 KAM	Review Morrison & Foerster's draft response to SUN and JSN submissions (.30)	0.30
12/10/12 KAM	Confer and correspond with T. Foudy regarding SUN and JSN submissions to the Examiner and responses to same and conduct necessary research related to same for conflicts purposes (1.20)	1.20
12/10/12 KAM	Review SUN and JSN submissions to the Examiner (2.50)	2.50
12/10/12 KAM	Confer with Curtis team regarding research assignments for response to SUNs/JSNs Examiner Submissions (.10)	0.10
12/11/12 TF1	Meet with K. Meehan to discuss drafting portions of response submissions to Examiner (.30)	0.30
12/11/12 TF1	Review and edit Curtis' insert to response to SUNs and JSNs submission along with balance of draft (3.60)	3.60
12/11/12 TF1	Begin review and edit of new complete draft of submission to Examiner (1.30)	1.30
12/11/12 MG8	Review research relating to certain arguments relating to indentures raised in certain submissions to Examiner (.40)	0.40
12/11/12 MG8	Participate in telephone conference with A. Klein and Curtis team regarding allocation of preparation of initial drafts of inserts to Debtors' submission to Examiner responding to submissions of certain noteholders (.30)	0.30
12/11/12 MG8	Review research relating to certain arguments relating to indentures raised in certain submissions to Examiner	0.70

	(.70)	
12/11/12 MG8	Correspond with A. Klein and Curtis team regarding submission to Examiner (.20)	0.20
12/11/12 MG8	Review research relating to certain estate claims raised in certain submissions to Examiner for conflicts purposes (.50)	0.50
12/11/12 MG8	Review and revise draft submission to Examiner with respect to submissions of certain noteholders (2.80)	2.80
12/11/12 BMK	Draft e-mail to Curtis team re: Curtis' portion of response to examiner re: SUN submission re: treatment of certain provisions in indenture agreements (2.00)	2.00
12/11/12 BMK	Sherphardize cases referenced in e-mail to Curtis team regarding arguments relating to certain indenture provisions (.30)	0.30
12/11/12 JTW	Conduct research for K. Meehan for the Debtors' response to the Senior Unsecured Noteholders' submission to the Examiner re: the duplicative nature of certain claims (1.10)	1.10
12/11/12 HH	Conduct research at request of K. Meehan re: claim for certain estate claims under certain state laws (3.10)	3.10
12/11/12 HH	Continue research re: arguments made related to certain indenture agreements (1.90)	1.90
12/11/12 KAM	Conduct research and review research from J. Weber, B. Kotliar and H. Hiznay for purposes of drafting Debtors' response to JSNs and SUNs submissions to the Examiner (3.30)	3.30
12/11/12 KAM	Review draft responses to SUN and JSN submissions and provide comments to same (1.90)	1.90
12/11/12 KAM	Draft/revise response to SUN and JSN submissions (3.30)	3.30
12/11/12 KAM	Participate in telephone conference with A. Klein re: drafts of inserts to Debtors submission to Examiner (.30)	0.30
12/11/12 KAM	Confer with T. Foudy re: SUN and JSN submission to Examiner for conflicts purposes (.30)	0.30
12/12/12 TF1	Review research on arguments raised pursuant to provisions in Indentures and certain estate claims for responses to Examiner submissions (.60)	0.60
12/12/12 TF1	Finish review and edit of latest draft of response to submission by SUNs and JSNs (2.20)	2.20

12/12/12	TF1	Participate in conference call with A. Barrage regarding questions regarding same (.30)	0.30
12/12/12	TF1	Participate in conference call re: resolving cure objections of SBO servicers (.50)	0.50
12/12/12	MG8	Review and revise latest draft response to Examiner relating to submissions of Steering Committee and Tallcott Franklin Group (2.40)	2.40
12/12/12	KAM	Review and provide comments to Omnibus Response for conflicts purposes (4.40)	4.40
12/13/12	TF1	Review and edit latest drafts of omnibus response and response to steering committee submissions to Examiner submissions (2.10)	2.10
12/13/12	MG8	Review and comment on latest version of Debtors' Omnibus Response to Third-Party Submissions to Examiner and circulate to Curtis team (4.20)	4.20
12/13/12	BMK	Conduct research re: veil piercing under Delaware law in connection with response to Examiner submissions (.70)	0.70
12/13/12	BMK	Research plan and confirmation order from other recent Chapter 11 cases for scope of non-debtor releases for use in response to Examiner re: FHLB submission for conflicts purposes (.30)	0.30
12/13/12	BMK	Review research on third party releases to ensure accuracy of response to Examiner (.30)	0.30
12/13/12	BMK	Correspond with working group regarding research re: veil piercing under Delaware law (.20)	0.20
12/13/12	BMK	Correspond with working group with case cites and summaries re: piercing under Delaware law (.30)	0.30
12/13/12	KAM	Review and provide comments to response to Steering Committee's Submission to Examiner (1.00)	1.00
12/14/12	TF1	Review and provide comments to new draft of Omnibus Response to Examiner and follow up with M. Gallagher re: same (3.60)	3.60
12/14/12	MG8	Review and comment on latest draft of Debtors' Omnibus Response to the Examiner for conflicts purposes and follow-up with T. Foudy regarding same (3.20)	3.20
12/17/12	MG8	Review and comment on latest draft of Omnibus Response to Examiner with focus on issues covered by Curtis as conflicts counsel and follow-up with Curtis team re: same (1.20)	1.20

12/18/12	TF1	Attend to final review and sign-off on Omnibus Response to Examiner (.30)	0.30
12/18/12	TF1	Review draft of SBO servicer stipulation and comments thereto (.40)	0.40
12/18/12	TF1	Confer with M. Gallagher re: final comments to Omnibus Response to Examiner (.20)	0.20
12/18/12	MG8	Correspond with A. Barrage regarding final comments to Omnibus Response to Examiner (.20)	0.20
12/18/12	MG8	Review and provide final comments to Omnibus Response to Examiner and follow-up with T. Foudy re: same (4.20)	4.20
12/18/12	MG8	Confer with working group regarding final comments of Curtis to Omnibus Response to Examiner and related issues (.20)	0.20
12/18/12	KAM	Review and provide comments on draft Omnibus Response to Examiner for conflicts purposes (3.30)	3.30
12/20/12	TF1	Attend to final review, comments, and sign-off on Examiner Response to Steering Committee Submission (1.00)	1.00
12/20/12	MG8	Conduct final review and revision to Debtors' Response to Submissions of the Steering Committee and the Talcott Franklin Group in connection with Curtis' role as Debtors' conflicts counsel and transmit final comments to A. Barrage of Morrison & Foerster and correspond with B. Kotliar re: same (2.40)	2.40
12/20/12	MG8	Attend to correspondence from A. Barrage regarding completion of Response to Examiner with Respect to RMBS Trustees and Talcott Franklin Group and follow-up with Curtis team re: same (.30)	0.30
12/20/12	BMK	Review certain caselaw cited by response to Examiner for accuracy of statements (.20)	0.20
12/20/12	BMK	Ensure accuracy of citations in Debtors' submission to examiner (.10)	0.10
12/20/12	BMK	Correspond with M. Gallagher with findings re: citations in Debtors' submission to Examiner (.10)	0.10
12/20/12	KAM	Review Steering Committee Response and provide comments to same (1.00)	1.00
12/21/12	SJR	Follow up with Curtis team regarding matters related to mediation, status and next steps (.30)	0.30
12/21/12	SJR	Confer with T. Foudy regarding Debtors' plan mediation preparation (.10)	0.10

12/21/12	SJR	Confer with B. Kotliar re: Curtis' role in Debtors' plan mediation (.10)	0.10
12/21/12	TF1	Review email from S. Reisman on Debtors' plan mediation preparation and participate in conference call on same (.10)	0.10
12/21/12	BMK	Review and organize pleadings in case thus far for relevancy to upcoming plan mediation for conflicts purposes (3.30)	3.30
12/21/12	BMK	Confer with S. Reisman re: Curtis' role in Debtors' plan mediation (.10)	0.10
12/21/12	BMK	Coordinate document preparation with M. Rutman in connection with plan mediation (.40)	0.40
12/21/12	PJB2	Draft confidential mediation agreement, stipulation and agreed order providing for mediation re: Residential Capital's issues for conflicts purposes (1.80)	1.80
12/21/12	MR2	Assist B. Kotliar with preparation of compilation re: Pleadings and Submissions to the Examiner Relevant to Mediation, including researching relevant documents and organizing for attorney review for conflicts purposes (3.10)	3.10
12/26/12	TF1	Begin review of background materials in connection with preparation of materials/factual development for participation in plan mediation with respect to conflict issues (1.00)	1.00
12/26/12	TF1	Follow-up with M. Gallagher re: resolution of SBO cure objections of conflict parties prior to cure hearing (.30)	0.30
12/26/12	TF1	Confer with B. Kotliar re: preparation of materials/factual development for participation in plan mediation with respect to conflict issues (.50)	0.50
12/26/12	BMK	Confer with T. Foudy re: preparation of materials necessary for participation in plan mediation with respect to conflict issues (.50)	0.50
12/26/12	MR2	Continue to work extensively to prepare compilation of materials for S. Reisman and T. Foudy regarding submissions to the Examiner, per B. Kotliar's instructions (3.10)	3.10
12/27/12	TF1	Follow-up with Morrison & Foerster re: Citigroup's counsel on listing cure objection as adjourned for purposes of January 10th hearing (.30)	0.30
12/27/12	BMK	Correspond with Curtis team re: order appointing a plan mediator (.20)	0.20
12/27/12	BMK	Analyze RMBS settlement and accompanying plan	2.60

	support agreements in connection with forthcoming plan mediation (2.60)	
12/27/12 BMK	Review motion and objections re: same RMBS settlement and accompanying plan support agreements in connection with forthcoming plan mediation (1.10)	1.10
12/27/12 BMK	Review order granting Creditor Committee standing to pursue certain claims on behalf of the Debtors' estate (.20)	0.20
12/27/12 MR2	Update compilation of materials related to submissions to the Examiner, per B. Kotliar comments, including additional documents, additional sections and revision of exhibits (3.10)	3.10
12/27/12 MR2	Confer with B. Kotliar re: updates to compilation of materials related to submissions to the Examiner for conflicts purposes (.40)	0.40
12/28/12 SJR	Attend to issues regarding SBO Servicing Stipulation and dealing with conflict parties related to same and follow up (1.10)	1.10
12/28/12 TF1	Follow-up on issues relating to SBO Servicing Stipulation and resolving conflict objections vis-a-vis conflict parties, including calls with PNC counsel and Morrison & Foerster regarding same (1.20)	1.20
12/28/12 TF1	Confer with B. Kotliar to discuss binders prepared for participation in plan mediation with respect to conflict issues (.30)	0.30
12/28/12 TF1	Follow-up on Examiner submissions (.30)	0.30
12/28/12 TF1	Begin review and note-taking on background materials in binders in preparation for upcoming plan mediation (3.50)	3.50
12/28/12 BMK	Correspond with T. Foudy and S. Reisman regarding legal issues in connection with plan mediation (.10)	0.10
12/28/12 BMK	Confer with T. Foudy re: upcoming mediation (.30)	0.30
12/28/12 BMK	Review docket to prepare summary of bankruptcy timeline in preparation for plan mediation (1.20)	1.20
12/28/12 BMK	Research local rule and general order relevant to mediation (.30)	0.30
12/28/12 MR2	Continue to revise compilation of materials re: submission and pleadings related to the examiners report, per B. Kotliar's request (1.40)	1.40
TOTAL HOURS		223.80

March 12, 2013
Inv # 1568378
Our Ref # 062108-000400

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Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	16.30	830	13,529.00
Theresa A. Foudy	Partner	44.60	730	32,558.00
Maryann Gallagher	Counsel	41.80	625	26,125.00
George E. Spencer	Associate	8.80	520	4,576.00
Peter Josef Buenger	Associate	1.80	425	765.00
Kevin Arthur Meehan	Associate	35.50	375	13,312.50
Heather Hiznay	Associate	21.50	345	7,417.50
Bryan M. Kotliar	Associate	30.90	305	9,424.50
John Thomas Weber	Associate	7.00	305	2,135.00
Melissa Rutman	Legal Assistant	11.10	230	2,553.00
Alana Dreiman	Legal Assistant	4.50	230	1,035.00
		223.80		\$113,430.50

TOTAL SERVICES

\$113,430.50

Summary of Expenses

External Photocopy Services	209.20
Pacer - ECF	8.10

TOTAL EXPENSES

\$217.30

TOTAL THIS INVOICE

\$113,647.80



ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

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Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1568378

Total Services 113,430.50

Total Expenses 217.30

Total This Invoice \$113,647.80

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

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ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

March 12, 2013

Inv. # 1563238
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

12/03/12 JZ	Review and revise draft October Monthly Fee Statement per US Trustee guidelines (.30)	0.30
12/04/12 JZ	Confer and correspond with working group regarding preparation of October Monthly Fee Statement and November Monthly Fee Statement to conform with US Trustee guidelines (.10)	0.20
12/05/12 JZ	Review and revise draft October Monthly Fee Statement to conform with US Trustee guidelines (.10)	0.10
12/06/12 AD	Begin preparing October 2012 Monthly Fee Statment in accordance with Interim Compensation Order and US Trustee guidelines (1.20)	1.20
12/06/12 JZ	Confer and correspond with working group regarding preparation of October and November Monthly Fee Statement per Interim Compensation Order and US Trustee guidelines (.10)	0.20
12/06/12 JZ	Review and revise draft October Monthly Fee Statement for compliance with applicable orders and guidelines of U.S. Trustee (.30)	0.40
12/07/12 MG8	Review summary of omnibus objection of United States Trustee to First Interim Fee Application and follow-up with working group regarding issues relating to the resolution of same (.50)	0.50
12/07/12 JZ	Attend to issues related to response to the United States Trustee's objection to the First Interim Fee Application (1.50)	1.50
12/07/12 JZ	Review and revise draft November Monthly Fee Statement in compliance with applicable orders and guidelines of the U.S. Trustee (.30)	0.30
12/07/12 JZ	Review and revise draft October Monthly Fee Statement in compliance with United States Trustee guidelines (.10)	0.10
12/10/12 MG8	Review Omnibus Objection of the United States	2.80

March 12, 2013
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	Trustee to First Interim Fee Applications in the Residential Capital Chapter 11 cases, review back-up materials and draft response to the United States Trustee with respect to same (2.80)	
12/10/12 JZ	Confer and correspond with working group regarding preparation of October and November Fee Statements (.10)	0.10
12/11/12 AD	Begin preparing the November 2012 Monthly Fee Statement tables and charts per applicable orders and guidelines of the U.S. Trustee (.50)	0.50
12/11/12 AD	Update October 2012 Monthly Fee Statement per M. Gallagher's comments and revisions per applicable orders and guidelines of the U.S. Trustee (.50)	0.50
12/11/12 JZ	Review and revise draft October Fee Statement in compliance with U.S. Trustee guidelines (.10)	0.10
12/11/12 JZ	Review and revise draft November Fee Statement in compliance with U.S. Trustee guidelines (.20)	0.20
12/11/12 JZ	Confer and correspond with working group regarding issues related to preparation of October and November Fee Statements (.10)	0.20
12/12/12 AD	Continue preparing the November 2012 Monthly Fee Statement tables and charts per U.S. Trustee guidelines (.30)	0.30
12/13/12 JZ	Review and revise draft November Fee Statement in compliance with U.S. Trustee guidelines (.20)	0.20
12/13/12 JZ	Confer and correspond with working group regarding preparation of November Fee Statement (.10)	0.10
12/17/12 MG8	Correspond with B. Masumoto regarding US Trustee's objections to Curtis' First Interim Fee Application and follow-up with working group re: same (.40)	0.40
12/17/12 MG8	Participate in telephone call with Judge Glenn's chambers regarding extension of time to respond to objection of US Trustee to Curtis' First Interim Fee Application and follow-up with B. Masumoto re: same (.20)	0.20
12/17/12 MG8	Attend to matters relating to preparation of materials for hearing on First Interim Fee Applications and follow-up with Curtis team re: same (.40)	0.40
12/17/12 PJB2	Prepare for upcoming hearing on Curtis' First Interim Fee Application by reviewing previous invoices, objection by United States Trustee and drafting script for hearing and follow-up with Curtis team re: same (1.90)	1.90

March 12, 2013
 Inv # 1563238
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12/17/12	PJB2	Confer with Curtis team upcoming hearing on Curtis' First Interim Fee Application, preparation for same and current United States Trustee's objections to same (.30)	0.30
12/17/12	AD	Begin preparing "Documents for First Interim Fee Application Hearing" binders for M. Gallagher and S. Reisman (.60)	0.60
12/17/12	JZ	Confer and correspond with working group regarding issues related to preparation of script for upcoming hearing regarding First Interim Fee Application (.20)	0.20
12/18/12	SJR	Review Objection of U.S. Trustee to fee applications and various related emails, including, follow up regarding supporting documentation for fees, correspond regarding Curtis' explanation and settlement offer and acceptance of same by U.S. Trustee's Office to resolve Curtis' fee issues (2.30)	2.30
12/18/12	PJB2	Update script for upcoming hearing on Curtis' First Interim Fee Application pursuant to resolved objection of U.S. Trustee and follow-up with Curtis team re: same (.40)	0.40
12/18/12	PJB2	Review and revise correspondence to the United States Trustee's office re: Trustee's objection to Curtis' First Interim Fee Application and follow-up with Curtis team re: same (1.10)	1.10
12/18/12	AD	Finish preparing and updating "Documents for First Interim Fee Application Hearing" binders for M. Gallagher and S. Reisman (1.00)	1.00
12/19/12	MG8	Correspond with E. Richards of Morrison & Foerster regarding resolution of U.S. Trustee's objection to Curtis' First Interim Fee Application (.20)	0.20
12/19/12	MG8	Review and revise outline for hearing on First Interim Fee Applications in Residential Capital Chapter 11 cases and related preparation for hearing (1.50)	1.50
12/19/12	AD	Update October 2012 Monthly Fee Statement, specifically charts and tables, per M. Gallagher and J. Zimmer's request for compliance with U.S.T. Guidelines (1.00)	1.00
12/19/12	AD	Update "Documents for December 20, 2012 10:00 a.m. Hearing Re: First Interim Fee Applications" for S. Reisman and M. Gallagher (1.00)	1.00
12/20/12	SJR	Review First Interim Fee Application, time logs and other materials in preparation for today's hearing at the U.S. Bankruptcy Court Southern District of New York, First Interim Fee Application (1.30)	1.30

March 12, 2013
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12/20/12	SJR	Review Objection of United States Trustee and terms of resolution of same in preparation for today's hearing (.40)	0.40
12/20/12	MG8	Review and revise October 2012 Monthly Fee Statement and follow-up with Curtis team re: same to ensure compliance with U.S.T. guidelines and Bankruptcy Court guidelines (.50)	0.50
12/20/12	AD	Update October 2012 Monthly Fee Statement in compliance with U.S. Trustee guidelines per J. Zimmer's request (.50)	0.50
12/21/12	AD	Finalize and transmit the October 2012 Monthly Fee Statement and confer with working group throughout the day regarding same (.50)	0.50
12/26/12	MG8	Attend to final review, sign-off and submission of October 2012 Monthly Fee Statement in compliance with US Trustee procedures and as outlined in Interim Fee Order (.60)	0.60
TOTAL HOURS			26.10

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	4.00	830	3,320.00
Maryann Gallagher	Counsel	7.10	625	4,437.50
Peter Josef Buenger	Associate	3.70	425	1,572.50
James Zimmer	Associate	4.20	345	1,449.00
Alana Dreiman	Legal Assistant	7.10	230	1,633.00
		26.10		\$12,412.00
TOTAL SERVICES				\$12,412.00
TOTAL THIS INVOICE				\$12,412.00



ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

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ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account# 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1563238

Total Services 12,412.00

Total Expenses 0.00

Total This Invoice \$12,412.00

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

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CURTIS
 Curtis, Mallet-Prevost, Colt & Mosle LLP
ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

April 17, 2013

Inv. # 1575869
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

01/04/13 MG8	Review recent docket activity for potential conflict purposes, including Morgan Stanley proof of claim papers, Morrison & Foerster supplemental declaration, notice of rejection of lease, stipulation and proposed order with resepect to agreement between GMAC Mortgage and Ally Bank, motion to join motion of AIG, Allstate, Mass Mutual and Prudential seeking to classify RMBS fraud claims in same class as securitization trusts for plan purposes and directing that such claims not be subordinated (1.30)	1.30
01/07/13 MG8	Review recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.70)	0.70
01/08/13 MG8	Attend to review of daily docket activity in connection with Curtis' role as Debtors' conflicts counsel (.60)	0.60
01/09/13 MG8	Review daily docket activity in connection with Curtis' role as Debtors' conflicts counsel (.70)	0.70
01/10/13 MG8	Review recent docket activity for potential conflicts purposes, including numerous filings relating to stay relief and statement of United States with respect to the Debtors' proposed sale of FHA loans (.50)	0.50
01/11/13 MG8	Attend to brief review of recent docket activity for conflicts purposes (.50)	0.50
01/14/13 MG8	Review recent docket activity for potential conflict purposes (.70)	0.70
01/15/13 MG8	Attend to review of daily docket activity for potential conflicts purposes, including numerous filings relating to stay relief and proposed stipulation amending Berkshire Hathaway APA (.80)	0.80
01/15/13 AD	Update "Pleadings and Submissions to the Examiner Relevant to Mediation" binder per B. Kotliar's request (.40)	0.40
01/16/13 MG8	Review revised hearing agenda and prepare for omnibus hearing in connection with Curtis' role as	0.60

April 17, 2013
 Inv # 1575869
 Our Ref # 062108-000100

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	Debtors' conflicts counsel (.60)	
01/17/13 MG8	Attend to review of recent docket activity for potential conflicts purposes (.40)	0.40
01/17/13 AD	Update internal case calendar to reflect hearing dates and deadlines as set by the Court for matters in which Curtis is involved as conflicts counsel (.10)	0.10
01/18/13 MG8	Attend to review of daily docket activity for potential conflicts purposes (.30)	0.30
01/22/13 MG8	Attend to review of recent docket activity for conflicts purposes (.80)	0.80
01/23/13 AD	Update internal case calendar to reflect upcoming hearing dates and deadlines as set by the Court (.10)	0.10
01/24/13 MG8	Review docket activity in connection with Curtis' role as Debtors' conflicts counsel (.80)	0.80
01/25/13 MG8	Telephone conference w/ J. Glenn's chambers regarding entry of SBO Servicer stipulation and related follow-up with M. Crespo regarding outcome of same (.50)	0.50
01/28/13 MG8	Review heavy docket activity in connection with Curtis' role as Debtors' conflicts counsel (.60)	0.60
01/28/13 AD	Locate and assemble binder for January 29, 2013 hearing per M. Gallagher's request (.50)	0.50
01/29/13 MG8	Review recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including numerous filings relating to stay relief requests and extension of stay (.80)	0.80
01/29/13 AD	Retrieve court documents regarding the Boilermakers-Blacksmith National Pension Trust Fund claim objection in the Lehman Brothers bankruptcy for conflicts purposes and provide same to T. Foudy, M. Gallagher and B. Kotliar for use in connection with response to Investors' Rule 3013 Motion (.80)	0.80
01/29/13 AD	Confer with Judge Peck's Chambers regarding telephonic court appearances in the Lehman Brothers Holdings Corp. bankruptcy case as it relates to Investors Rule 3013 Motion filed in the Residential Capital bankruptcy case (.20)	0.20
01/29/13 AD	Assemble a binder re: court documents regarding the Boilermakers-Blacksmith National Pension Trust Fund and provide same to T. Foudy (.80)	0.80
01/31/13 MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.80)	0.80

April 17, 2013
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TOTAL HOURS 14.30

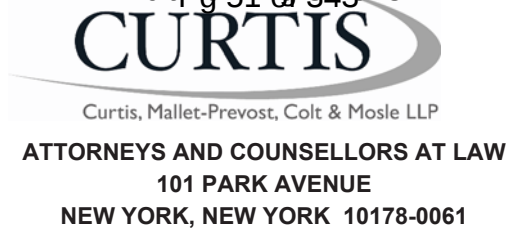
Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	11.40	625	7,125.00
Alana Dreiman	Legal Assistant	2.90	230	667.00
		14.30		\$7,792.00
TOTAL SERVICES				\$7,792.00

Summary of Expenses

Pacer - ECF	228.50	
TOTAL EXPENSES		\$228.50

TOTAL THIS INVOICE	\$8,020.50
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General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1575869

Total Services 7,792.00

Total Expenses 228.50

Total This Invoice **\$8,020.50**

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